OMB APPROVAL

| FORM D | OMB APPROVAL | | | |
|--|--|--|--|--|
| SEC UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. | OMB NUMBER: 3235-0076 Expires: September 30, 2008 Estimated average burden hours per response | | | |
| REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION | Prefix Serial DATE RECEIVED | | | |
| Name of Offering (□ check if this is an amendment and name has changed, and indicate change.) | | | | |
| Series C Convertible Preferred Stock | | | | |
| Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Sec Type of Filing: ■ New Filing □ Amendment | 1 (14 ft) 1 ft (15 ft) is a state of the sta | | | |
| A. BASIC IDENTIFICATION D | ATA ' | | | |
| 1. Enter the information requested about the issuer | | | | |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Newforma, Inc. | 08059145 | | | |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) | | | |
| 1750 Elm Street, 10th Floor, Manchester, NH 03104 | 603-625-6212 | | | |
| Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices) | Telephone Number (Including Area Code) | | | |
| Brief Description of Business: | 7 | | | |
| Software and related products and services | → PROCESSED | | | |
| Type of Business Organization | | | | |
| ■ corporation □ limited partnership, already formed | other (please specify): SEP 1 8 2008 | | | |
| □ business trust □ limited partnership, to be formed Month Year | | | | |
| Actual or Estimated Date of Incorporation or Organization 11 03 Actual Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for S CN for Canada; FN for other foreign jurisdic | | | | |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

| Each executive officer and direct Each general and managing par | he issuer has be ne power to vote ctor of corporate | or dispose, or direct the issuers and of corporate | vote or disposition of, 10' general and managing pa | rtners of partners | |
|--|---|--|---|--------------------|---|
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ■ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Howell, lan | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | |
| | | | • | | |
| c/o Newforma, Inc., 1750 Elm Street, 10 | Fl., Manches | ter, NH 03104 | | | |
| Check Box(es) that Apply: | ☐ Promoter | Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Beir, Jeffrey | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | |
| | | | | | |
| c/o Newforma, Inc., 1750 Elm Street, 10' Check Box(es) that Apply: | | | - P | = Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | □ Promoter | ☐ Beneficial Owner | ■ Executive Officer | ■ Director | Ocheral and or Managing Father |
| run Name (Last name tirst, it individual) | | | | | |
| Devitte, Jesse | | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Coo | le) | | |
| c/o Newforma, Inc., 1750 Elm Street, 10 | th Cl. Manches | tar NU 02104 | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | □Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | G 110motes | Deliciteia Owner | Elektrici Offices | | 3 |
| , | | | | | |
| McEleney, John | 01 | City Ct 7:- C | 1-> | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Coo | ie) | | |
| c/o Newforma, Inc., 1750 Elm Street, 10 | th Fl., Manches | ter, NH 03104 | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Lament Barid | | | | | |
| Lemont, David Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | |
| | | | ~ | | |
| c/o Newforma, Inc., 1750 Elm Street, 10 | th Fl., Manches | ter, NH 03104 | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | □ Executive Officer | ■ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Volpe, Lou | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | de) | | |
| | | | | | |
| c/o Newforma, Inc., 1750 Elm Street, 10 | | . | - · · · · · · · · | | = County Managine Daylor |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ■ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | | | | | |
| Centauro, Andrew | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | : |
| -/- November 1- 1750 Ft - Street 10 | Der Manchen | NII 02104 | | | |
| c/o Newforma, Inc., 1750 Elm Street, 10 Check Box(es) that Apply: | | Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if individual) | □ Promoter | ■ Denencial Owner | - Executive Officer | D Director | a Ocherat mitori Managing i artici |
| i dii trame (Last name 185t, ii morriduat) | | | | | |
| Plunkett, David | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip C | ode) | | |
| c/o Naurforma Inc. 1750 Flm Street 10 | th 171 Manahas | *** N'II 0210 <i>4</i> | | | |

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| | | A. BASIC IDENT | IFICATION DATA | | | | |
|--|-------------------|-----------------------------|---------------------|------------|-------------------------------------|--|--|
| Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. | | | | | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| Donalis Fund I D | | | | | | | |
| Borealis Fund, L.P. Business or Residence Address | (Number and S | treet, City, State, Zip Co | de) | | | | |
| | • | | | | | | |
| 114 North Main Street, Suite 201, Conco | | - D C:10 | - F | □ Director | General and/or Managing Partner | | |
| Check Box(es) that Apply: Full Name (Last name first, if individual) | ☐ Promoter | ■ Beneficial Owner | ☐ Executive Officer | □ Director | G General and of Managing 1 article | | |
| run Name (Last name first, il moividual) | | | | | | | |
| Kodiak Venture Partners III, L.P. | | | | | | | |
| Business or Residence Address | (Number and S | treet, City, State, Zip Co | de) | | | | |
| Bay Colony Corporate Center, 1000 Win | nter Street, Suit | te 3800, Waltham, MA (| 02451 | | | | |
| Check Box(es) that Apply: | □ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| North Bridge Western Bridge W A. I. F. |) | | | | | | |
| North Bridge Venture Partners V-A, L.F Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | | | |
| 240.00000000000000000000000000000000000 | (| ,,, , . , . , . , . , . , | , | | | | |
| 950 Winter Street, Suite 4600, Waltham, | | | | - B' · | Completed Managing Bostons | | |
| Check Box(es) that Apply: Full Name (Last name first, if individual) | ☐ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| North Bridge Venture Partners V-B, L.F | · | | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | de) | | | | |
| 950 Winter Street, Suite 4600, Waltham, | MA 02451 | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| | | | | | | | |
| Business or Residence Address | (Number and S | Street, City, State, Zip Co | ide) | | | | |
| | ` | , | , | | | | |
| Check Box(es) that Apply: | <u>-</u> | ☐ Beneficial Owner | D Function Officer | □ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | E Octional and of Managing 1 action | | |
| run Name (East name tirst, it morvidual) | | | | | | | |
| | | 0. 0. 0. | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip Co | ode) | | | | |
| | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | □ Executive Officer | □ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | | | | | | | |
| | | | | | | | |
| Business or Residence Address | (Number and | Street, City, State, Zip C | ode) | | | | |
| | | • | | | | | |
| Check Box(es) that Apply: | D. Denres et er | D Panaficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | | |
| Full Name (Last name first, if individual) | □ Promoter | ☐ Beneficial Owner | LACCULIVE OFFICE | D Director | Continuation (Thinting in grant) | | |
| . a mine (Dan mane thist is morridum) | | | | | | | |
| D. Communication and the second | Al1 | Samuel City Samuel 2' C | odo) | | | | |
| Business or Residence Address | (INumber and | Street, City, State, Zip C | oue) | | | | |
| | | | | | | | |

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| | B. INFORMATION ABOUT OFFERING | | | | | | | |
|--------------|--|--------------------------------------|---------------------------------------|--|--|--|--|--|
| | | Yes | No | | | | | |
| 1. | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | Ò | | | | | | |
| 2. | Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? | \$ <u></u> | | | | | | |
| | ,,,, | Yes | No | | | | | |
| 3. | Does the offering permit joint ownership of a single unit? | - | | | | | | |
| 4. | Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | | | | | | |
| Full Non | Name (Last name first, if individual) | | | | | | | |
| | iness or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | |
| Du3. | mess of residence reduces (reduces and street, exy, state, 21p code) | | | | | | | |
| Nam | ne of Associated Broker or Dealer | | | | | | | |
| Ctate | es in which Person Listed Has Solicited or Intends to Solicit Purchasers | <u>.</u> | ··· · · · · · · · · · · · · · · · · · | | | | | |
| State | (Check "All States" or check individual States) | All States | | | | | | |
| _ [1 | AL} | _ [HI] _ [MS] _ [OR] _ [WY] | _ (ID) _ [MO] _ [PA] _ [PR] | | | | | |
| Full | name (Last name first, if individual) | | | | | | | |
| Busi | iness or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | |
| Nam | ne of Associated Broker or Dealer | | <u> </u> | | | | | |
| State | es in which Person Listed Has Solicited or Intends to Solicit Purchasers | | | | | | | |
| | (Check "All States" or check individual States) | All States | | | | | | |
| _ [] _ [] | AL} _[AK] _[AZ] _[AR] _[CA] _[CO] · _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] | | | | | |
| Full | Name (Last name first, if individual) | | | | | | | |
| Busi | iness or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | |
| Nam | ne of Associated Broker or Dealer | | | | | | | |
| State | es in which Person Listed Has Solicited or Intends to Solicit Purchasers | - | | | | | | |
| | (Check "All States" or check individual States) | All States | | | | | | |
| _ [i | AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI] | _ [HI] _ [MS] _ [OR] _ [WY] | _ [ID] _ [MO] _ [PA] _ [PR] | | | | | |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\pi\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | Aggregate Offering Price | Amount Already Sold |
|----|---|-----------------------------|--------------------------------------|
| | Type of Security | | |
| | Debt | \$ | \$ |
| | Equity | \$ <u>4,000,001.06</u> | \$_4,000,001.06 |
| | □ Common ■ Preferred | | |
| | Convertible Securities (including warrants) | s | \$ |
| | Partnership Interests | \$ | \$ |
| | Other (Specify) | \$ | \$ |
| | Total | \$ 4,000,001.06 | \$ 4,000,001.06 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | Number of Investors | Aggregate Dollar Amount of Purchases |
| | Accredited Investors | | \$ <u>4,000,001.06</u> |
| | Non-accredited Investors | | \$ |
| | Total (for filings under Rule 504 only) | | S |
| | Answer also in Appendix, Column 4, if filing under ULOE | | - |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering | Type of Security | Dollar Amount Sold |
| | Rule 505 | | |
| | Regulation A | | \$ |
| | Rule 504 | | \$ |
| | Total | | \$ |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | ٥ | \$ |
| | Printing and Engraving Costs | 0 | s |
| | Legal Fees | _ | \$25,000 |
| | Accounting Fees | - | \$ |
| | - | _ | \$ |
| | Engineering Fees | Q. | <u> </u> |
| | Sales Commissions (specify finders' fees separately) | | 3 |
| | Other Expenses (identify) | ٥ | \$ |
| | Total | • | \$25,000 |

| C (| OFFFRING PRICE | NUMBER OF INVESTORS | EXPENSES A | AND USE | OF PROCEEDS |
|-----|----------------|---------------------|------------|---------|-------------|
|-----|----------------|---------------------|------------|---------|-------------|

| | b. Enter the difference between the aggregate of 1 and total expenses furnished in response to Par "adjusted gross proceeds to the issuer." | t C - Question 4.a. This difference is | the | | S . | 3,975,001,06 |
|------|---|---|----------------------|---|------------------------|---|
| 5. | Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in | or any purpose is not known, furnish a e total of the payments listed must equ | n estimate al the | · | | |
| | | | | Payments to Officers, Directors, & Affiliates | | Payments To Others |
| | Salaries and fees | | ٥ | S | | s |
| | Purchase of real estate | | В | s | D | s |
| | Purchase, rental or leasing and installation of ma | chinery and equipment | | s | Ö | s |
| | Construction or leasing of plant buildings and fa | cilities | | \$ | a | \$ |
| | Acquisition of other business (including the valu | | | | | |
| | that may be used in exchange for the assets or se merger) | - | | s | 0 | s |
| | Repayment of indebtedness | | | \$ | | s |
| | Working capital | | 0 | s | | \$_3,975,001.06 |
| | Other (specify): | | 0 | s | 0 | \$ |
| | | <u>-</u> | | | | |
| | | | _ _ | \$ | | s |
| | Column Totals | | • | \$0 | • | \$ <u>3,975,001.06</u> |
| | Total Payments Listed (column totals added) | | | m \$ <u>3,9</u> | 75,001.0 | <u>6</u> |
| | | | | | | |
| | | D. FEDERAL SIGNA | ATURE | | | |
| | | | | | | |
| The | issuer has duly caused this notice to be signed by indertaking by the issuer to furnish to the U.S. Sec | the undersigned duly authorized personarities and Exchange Commission, up | n. If this notice | is filed under Rule 505, the tags of its staff, the information | following furnished | signature constitutes d by the issuer to any |
| | -accredited investor pursuant to paragraph (b)(2) o | | · | , | | |
| Issu | er (Print or Type) | Signature | | Date | * | |
| | vforma, Inc. | 11/1 | <i></i> | September 5, 2008 | | |
| NI | ne of Signer (Print or Type) | Title of Signer (Pripe or Type) | $\overline{}$ | 1 | | |
| | drew Centauro | Chief Financial Officer | 0 | | | |
| | | | | | | |

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)